

CHICAGO AND



TRANSPORTATION COMPANY

8200-A
RECORDATION NO. 8200-1428

CORPORATE COMMUNICATIONS AND SECRETARY

DIRECT DIAL NUMBER

JAN 28 1986 -2 12 PM

312/559-6158

INTERSTATE COMMERCE COMMISSION January 23, 1986

File No. A-9673
A-231

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Mr. Bayne:

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, as amended, attached for recordation are counterparts of Release and Bill of Sale dated December 27, 1985, which is the final release of equipment under Condition Sale Agreement and Agreement and Assignment, both dated December 24, 1975, assigned Recordation No. 8200.

Enclosed is a check for \$10.00 to cover your recording fee. Please assign a sequential recordation number, retain one counterpart for your files, and return the remaining counterparts each showing recordation data.

Sincerely

Lisa M. Fanelli

Lisa M. Fanelli
Assistant Secretary

Enclosure

cc: A. E. Keating
J. V. Jolley
G. R. Charles
R. R. DeWitt
M. R. Jeske

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Interstate Commerce Commission

Washington, D.C. 20423

1/28/86

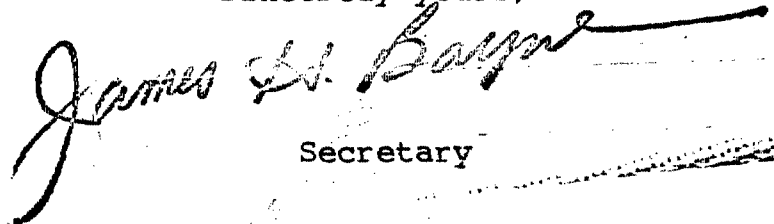
OFFICE OF THE SECRETARY

Lisa M. Fanelli
Assistant Secretary
Chicago & Northwestern Transportation Co.
One North Western Center
Chicago, Illinois 60606

Dear
Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/28/86 at 2:10pm and assigned re-recording number(s). 8200-A

Sincerely yours,


Secretary

Enclosure(s)

RECORDATION NO. 8200-A Filed 1420

Counterpart No. 2 of 8

JAN 28 1986 2 10 PM

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INTERSTATE COMMERCE COMMISSION

RELEASE AND BILL OF SALE

WHEREAS, under the terms of a CONDITIONAL SALE AGREEMENT dated as of December 24, 1975, (hereinafter called the "Conditional Sale Agreement") between NORTH WESTERN LEASING COMPANY, a Delaware corporation (hereinafter called "Seller") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called "Railroad"), Seller agreed to sell and deliver to the Railroad and Railroad agreed to purchase seventy-four (74) used Refrigerated Box Cars and, nine (9) used 60'8" Box Cars, described on Schedule A attached to the Conditional Sale Agreement, (hereinafter referred to as "Equipment"); and

WHEREAS, under the terms of an AGREEMENT AND ASSIGNMENT dated as of December 24, 1975, (hereinafter called the "Agreement and Assignment") between Seller and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (hereinafter referred to as "Assignee"), Seller sold, assigned, transferred and set over all right, title and interest under the aforesaid Conditional Sale Agreement and all right, title and interest to said Equipment to Assignee; and

WHEREAS, Assignee has received from Railroad full payment due under said Conditional Sale Agreement and Agreement and Assignment and the conditions and obligations of Railroad with respect to the Equipment have been satisfied in full;

NOW, THEREFORE, Assignee, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Railroad, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, the Equipment, TO HAVE AND TO HOLD the Equipment unto CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the above mentioned Conditional Sale Agreement and Agreement and Assignment.

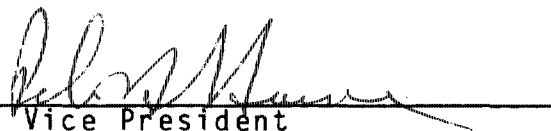
Assignee does hereby covenant that it has not done anything whereby the Equipment hereby conveyed is or may be in any manner encumbered or charged; that the Equipment is free and

clear of all liens and encumbrances of every kind and nature whatsoever created by Assignee or arising out of any act, obligation or liability on its part. The Assignee hereby authorizes removal from the Equipment of any and all ownership plates and other markings of Assignee.

IN WITNESS WHEREOF, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO has caused this instrument to be executed in its corporate name by one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by one of its Banking Officers, this 27th day of December, A.D. 1985.

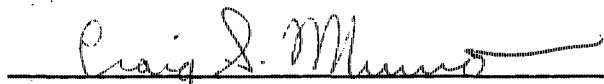
CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By


Vice President

(Seal)

ATTEST:


Banking Officer

csp6-k1

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 27th day of December 1985, before me personally appeared Peter D. Horne and Craig S. Munro to me personally known, who, being by me duly sworn, says that they are, respectively, a Vice President and a Banking Officer of Continental Illinois National Bank and Trust Company of Chicago, a corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Catharine Drake
Notary Public

My Commission Expires
September 17, 1989

(NOTARY SEAL)

csp6-k1(1-3)